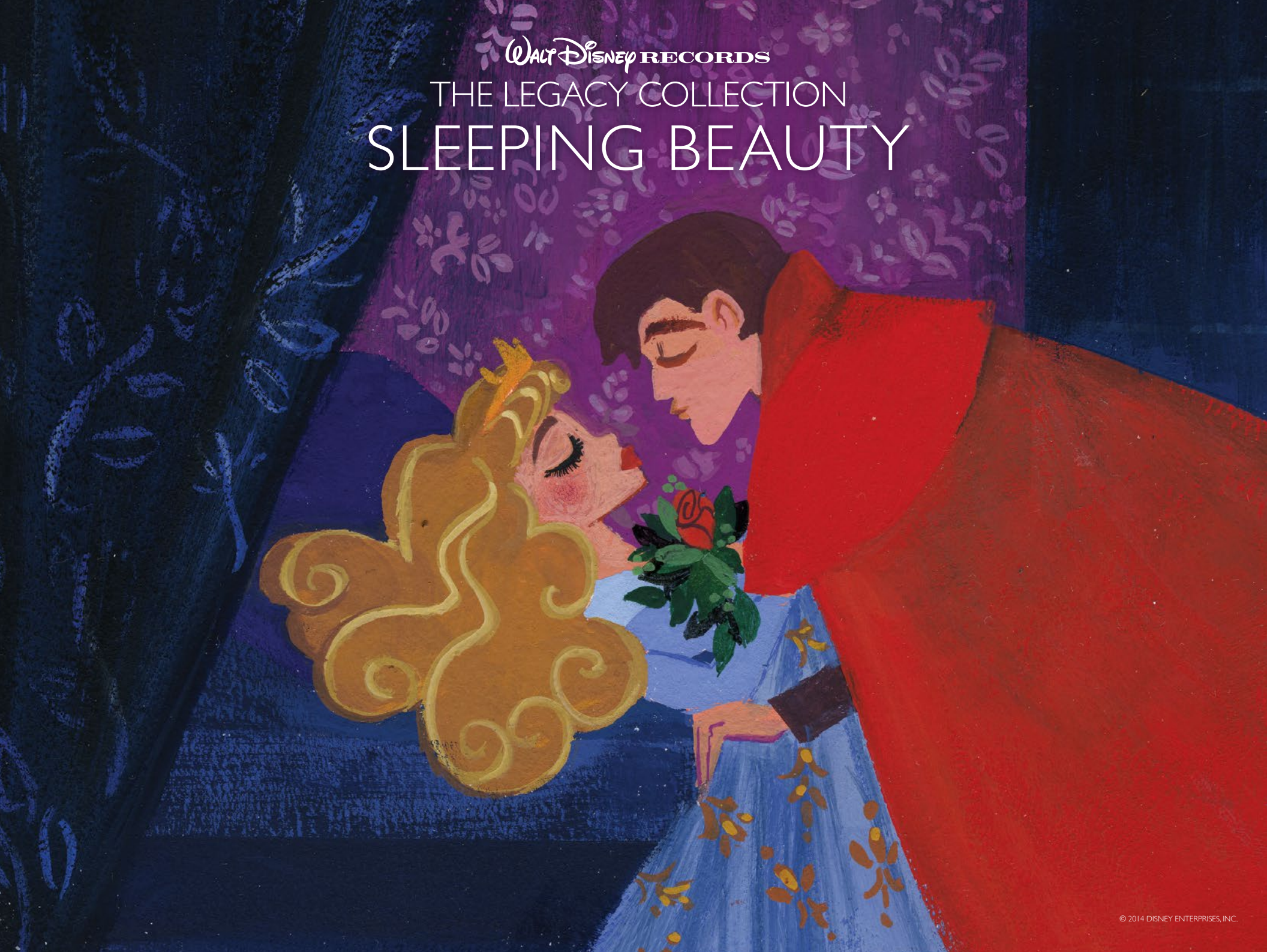

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Riding high on the success

of *Cinderella* after the lean war years, Walt Disney was determined to produce another new animated feature based on a traditional fairy tale. So, in 1950, with adaptations of the English classics *Alice in Wonderland* and *Peter Pan* already underway, he turned to one of the world's favorite fairy tales: Charles Perrault's elegant, romantic version of the "sleeping beauty in the wood."

To help set *Sleeping Beauty* apart from its predecessors *Snow White and the Seven Dwarfs* and *Cinderella*, Walt wanted to try for a rich, medieval tapestry approach. When Walt saw stylist Eyvind Earle's beautifully textured inspirational sketches, he knew that was the look he wanted. In their master study of the art of Walt Disney's films, *Disney Animation: The Illusion of Life*, Frank Thomas and Ollie Johnston recalled, "The end result was a gorgeous tapestry of colors and pleasing shapes—cold and ponderous, but startling. The pageantry of the Middle Ages was captured with a magnificence that never will be duplicated again in this form. …We have not made a comparable feature with so much beauty in both appearance and color and such consistent treatment from start to finish—which was just what Walt wanted for the picture."

As soon as Walt settled on *Sleeping Beauty*, the inevitable question arose: should Disney use the score Peter Ilyich Tchaikovsky composed for his now-famous ballet in 1889? They briefly considered using outside composers and creating original songs, but as Walt admitted in a story meeting, "Here we have something terrific. They've been stealing from Tchaikovsky for years. Here's a chance for somebody to steal legitimately from Tchaikovsky…"

A beautiful score wouldn't be enough, however. With the success of *Three Little Pigs* and its hit theme song "Who's Afraid of the Big Bad Wolf," Walt had learned the value of telling a story through song. "When we started *Snow White (and the Seven Dwarfs)*," he later noted, "we kept this in mind. Of course, we wanted the songs to stand on their own merits…and most of them did very well. But our first concern was to make sure that each song helped us tell our story."

One of the first songs written for the film was the signature waltz in which Briar Rose meets her "dream prince"—and falls in love for real—while picking berries in the forest. Songwriter Sammy Fain, who had co-written many of the songs for *Alice in Wonderland* in 1951 and *Peter Pan* in 1953, teamed with Jack Lawrence to take Tchaikovsky's main "Sleeping Beauty Waltz" and turn it into the romantic ballad "Once Upon a Dream."

In a 1953 *Sleeping Beauty* story meeting, while discussing the entrance of the Fairies and the recitation of the gifts they would bestow on the baby princess, Walt expressed concern that the sequence was getting too dialogue heavy: "...It's long in dialogue. I wonder if we need 'How do you do, your Majesties,' etc. 'It's a nice day' and all that. Make the entrance come up with the music. …Nothing is more boring than dialogue that doesn't get anywhere. …If we can sing it, it's liable to make it more interesting."

His staff agreed, and began to explore using the different fairy themes that Tchaikovsky had created. "Maybe I'm on the lowbrow side," Walt protested, "but I feel we should have one theme for all the fairies. Can't you take the one and use different orchestrations for it? …'The Good Fairies Theme,' instead of a theme for each one of them, because that gets too complicated and intellectual. They work as a team all the time."

Walt had very clear ideas regarding Tchaikovsky's original march from the prologue, which would become "Hail to the Princess Aurora." He thought it was too march-like, "I feel I'd like to have it all just singing out—joyous! 'Loyalty proclaim—Let your heart come with joyous singing!' Then the trumpets hit and it just lifts you."

In 1954 *Sleeping Beauty* was put on the back burner while Walt focused his attention on the development of Disneyland, the start-up of his evening television series, and his live-action films. Work on *Sleeping Beauty* began again in earnest in 1956. Thomas and Johnston noted, "With a smaller crew and extended scheduled for the pictures, it was no longer possible to keep a musician on full time, so we shared one with the live action units."

For *Sleeping Beauty*, Walt chose studio composer George Bruns to tackle the adaptation. It was an inspired stroke of casting, for although Bruns was fairly new to film composing—he had begun his music career as a big band arranger for such orchestras as Jack Teagarden's and Harry Owens'—he had studied engineering at Oregon State College. That mathematical background would prove immensely useful in matching the music to the animation.

"It would have been much easier to write an original score," Bruns told Bob Thomas in *The Art of Animation*, "But it is rich in melody, as much of Tchaikovsky is. It was a matter of choosing which melodies to use." He began his work by immersing himself in the Tchaikovsky music, listening to records of the complete ballet score for hour after hour.

If it wasn't easy, Bruns made it look that way, as Frank Thomas and Ollie Johnston later observed: "George Bruns worked equally well in either medium, writing 'Davy Crockett' for the live TV show at the same time he was adapting Tchaikovsky's ballet score for *Sleeping Beauty* to our animated version of that classic fairy tale. He did temp tracks, prescored some selections, orchestrated songs, jumped over to the live action shows, then back to consult on the best musical treatment for the next sequence in the cartoon."

At times, though, he couldn't keep up with the needs of the animators, so they suggested temporarily tracking sequences with pieces of music from earlier films. The temporary music supported the action and suggested an appropriate mood, so when Bruns returned to those sections he knew exactly what tempo would be needed for the final score. For three years Bruns labored over the Tchaikovsky score, studying it note by note to find exactly the right theme or melody to apply to the animation. Yet it all needed to sound rich and familiar, as if it were all by Tchaikovsky and not by Bruns.

The scene in which the Fairy Godmothers try to make a beautiful dress for Briar Rose's 16th birthday required a lively melody that could build to a climax. Tchaikovsky's "Silver Fairy" melody was perfect—but it was only 30 seconds, and the sequence was much, much longer. So Bruns stretched Tchaikovsky's original theme. He began with a complementary introduction that matched the melody without using the main theme. As the Fairies realize they must use magic to get the job done, the "Silver Fairy" melody begins to build. Flora starts the dress, Merryweather dances with the mop as it cleans the room, and Fauna lets the ingredients mix themselves into a fine birthday cake. As Flora and Merryweather clash about the color

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of Rose's dress, the music speeds up, and finally climaxes in a spattered pink and blue gown.

"Hail to the Queen" came from the coda, and the third strain of the "Sleeping Beauty Waltz" became "I Wonder," Briar Rose's poignant song of longing for someone to love. The flute and clarinet adagio became a lovely musical dialogue between singer Mary Costa as Briar Rose, a flute, and the birds of the forest. The march from the prologue became into the magnificent "Hail to the Princess Aurora." The "Sleeping Beauty Song" is a variation of a melody from the first act, and the climactic theme of the film is adapted from the "Lilac Fairy Theme."

For the scene in which Maleficent lures Aurora to the tower and the fateful spinning wheel, Bruns chose the ballet's "Puss in Boots" theme. According to Bob Thomas, "The theme had an ominous quality that fitted perfectly into the needs of the suspense sequence."

"The music starts easily," Bruns said, "then begins to build up as the Princess is lured up to the tower. We use an echo chamber effect of a voice calling 'Aurora.' We do this by recording the vibrations of the vocal cords of someone saying the word and playing the instrument at the same time."

The Tchaikovsky score seemed an endless source of inspiration, but there was one point in which it failed Bruns: he needed a drinking song for Aurora's and Phillip's fathers to toast the impending marriage of their children (and joining of their kingdoms). There didn't seem to be anything suitable in the ballet, so Bruns composed his own tune for "Skumps (Drinking Song)" all the while keeping to Tchaikovsky's style.

Finishing the score, Bruns supervised the recording of the songs and score. Because *Sleeping Beauty* was so fully-underscored, some of the sequences, such as the dragon fight, had to be recorded with full orchestra before being animated because the music and action had to be perfectly matched. However, the songs were recorded in a simple fashion so the performances could inspire the animators, and complete orchestral versions were recorded after the animation was completed.

According to notes on the original soundtrack release, the voices were recorded in Hollywood, and the orchestral background was made in Berlin. Bruns conducted in a brand new hall with all the latest equipment —in fact, it was the first stereo recording made in the new hall. Tutti Camarata, musical director for Disneyland Records, monitored in the control room.

Voice Talents

Because Briar Rose (Princess Aurora) was only sixteen, she had to have a clear, young voice. As a princess, however, she also had to have a certain dignity. And of course, she needed to seem mature enough to fall in love and wed her dream prince. Disney was looking for a lovely soprano, and the story men heard recordings of over forty girls. Fifteen were invited to audition at the Disney studio, and, finally, they selected Mary Costa, a singer in the chorus of Walter Schumann, who had previously worked at the Disney Studio. (In the dialogue recordings, Costa, a native of Knoxville, Tennessee, had to concentrate on speaking without her natural southern accent). She also had to lighten her more normal "operatic diva" styling to better portray a 16-year-old girl.

Bill Shirley, a leading man of stage and screen, provided the high baritone that suggested the young prince, and his experience in light opera proved perfect for speaking the fairytale dialogue. Walt Disney himself listened to test recordings of Costa and Shirley to ensure their voices complemented each other. (It's interesting to note that some of the later record releases seem to feature a heavier voice that better matched Mary Costa's operatic approach—and on these records, Shirley's name sometimes was deleted. Recent research indicates that for these recordings Shirley may have been replaced by veteran Disney singer Bill Lee of the Mello Men, who voiced, among other things, some of the dogs in the pound in *Lady and the Tramp*.)

According to the story notes, leading Good Fairy Flora was "the matriarch type, large and dominating…talks with a great deal of authority, is the practical one of the Good Fairies—the 'Doc' type." This description immediately brought to mind veteran voice actress Verna Felton. She brought special experience to the role, along with a certain familiarity with magic, as she had played the delightfully absent-minded Fairy Godmother in *Cinderella*. Beginning her Disney career as one of the elephants in *Dumbo*, Felton also played the Queen of Hearts in *Alice in Wonderland*, Aunt Sarah in *Lady and the Tramp*, and Col. Hathi's wife in *The Jungle Book*.

Merryweather was also an easy choice: an exuberant, innocent, warm character, the role was perfect for radio actress Barbara Luddy, who had just voiced Lady for *Lady and the Tramp*. (The warm and maternal-sounding Luddy would go on to play Kanga in the Winnie the Pooh films, and Mother Rabbit in *Robin Hood*.)

While Flora and Merryweather were casting snaps, Fauna was quite a bit trickier. Her story description called her "a little bit nitwitted… jumps at conclusions and goes off on the wrong track…not quite with it." The story men often likened her to the character of "Vera Vague," a busybody on Bob Hope's radio show. Finally, they sent for the actress who played Vera Vague, Barbara Jo Allen, and she proved to be perfect for the role.

You can't have a good hero without an equally good villain, and in Maleficent the Disney Studio created one of their most powerful—and memorable—villains ever. Marc Davis' powerful animation needed an equally powerful actress to interpret the character. In their study of the Disney villains, Frank Thomas and Ollie Johnston observed that Eleanor Audley was a magnificent choice, offering "a powerful style of contrasting controlled rage with sudden outbursts, well chosen scheming words with shattering laughter. With that substantial contribution, she easily dominated every scene."

Amusingly, in the story outline King Hubert was described as "built like Bill Thompson, fat and square…lovable but hot-tempered." Bill Thompson, a Disney favorite who had voiced the White Rabbit and the Dodo for *Alice in Wonderland*, Mr. Smee in *Peter Pan*, and Jock, Bull and Dachsie in *Lady and the Tramp*, fit the bill vocally as well as physically. Slim King Stefan, on the other hand had to be "amusing but dignified…stickler for form," and was played by Taylor Holmes.

The goon voices presented a difficulty. According to Walt, the earliest versions were "too funny…we shouldn't play them just for laughs. They've got to be a great deal more menacing." He thought it would be more effective to have one of them act as the spokes-goon and just let the others make miscellaneous noises. The role of the head goon was finally assigned to Disney regular Candy Candido, who had grunted his way through *Peter Pan* as the Indian Chief. His well-known sounds later reappeared as the Crocodile in *Robin Hood*, and Fidget in *The Great Mouse Detective*.

Sleeping Beauty was the most ambitious animated film Walt Disney had undertaken since *Fantasia*. Just as he did with that film, he was determined to make *Sleeping Beauty* as exciting aurally as it was visually. *Sleeping Beauty* was released January 29, 1959. It cost $6,000,000.00 — the most expensive animated cartoon to that time, much more than any that would follow in Walt Disney's lifetime. It was so expensive it could not achieve fiscal success on its initial release, but audiences were still dazzled. It was, as Walt hoped, a masterpiece.

Bosley Crowther of the *New York Times* said: "The mood of the scene [the climactic dragon-fight] is heightened by George Bruns' electrifying music, adapted from Tchaikovsky. …This extended piece of music, accompanying the Prince's battle to reach Briar Rose, really dazzles." The Academy of Motion Picture Arts & Sciences agreed, and nominated the score for an OSCAR®.

And, forever after, countless couples have danced their own wedding waltz to "Once Upon a Dream"- from Peter Tchaikovsky, George Bruns and Walt Disney.

Paula Sigman-Lowery
A former archivist for The Walt Disney Company, Paula Sigman Lowery is an internationally recognized Disney historian and writer, and was a creative lead for the development of The Walt Disney Family Museum in San Francisco, California. Today she serves as a creative consultant for The Walt Disney Family Museum, as well as several divisions of The Walt Disney Company.

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These sketches highlight early character development.
At top: King Hubert and King Stefan. Middle: Merryweather,
Flora and Fauna. Bottom: The Goons.
Illustrations by Walt Disney Studios artists

The Lost Chords

Several years after the end of World War II Walt Disney decided that the survival of the Disney Studios animation department required the return to single story full-length animated features.

Sleeping Beauty was being readied for production by the early 1950s. For the song score Disney had originally turned to Sammy Fain, who created the majority of the songs appearing in *Alice in Wonderland* (1951) and *Peter Pan* (1953). Fain would team with a third collaborator: Jack Lawrence, with whom he would share both the lyric and music credit.

By late summer of 1952, a song score had been identified, along with an outline of the story. All of the songs at this time, with the exception of the Main Title number (by Victor Young and Jack Lawrence) and its reprise later in the film, were by Sammy Fain and Lawrence. And all of the songs, with the exception of the placement of a song for King Hubert and King Stefan, are in the same place and serve the same purpose as the film's final song score. Since the songs were not deleted because of changing story or character needs, the question arises as to why Fain's original music wasn't used.

The answer is because of the film's art direction. Each animated feature requires a design approach that is appropriate to the story and its setting, and *Sleeping Beauty*, being the third feature about a prince and princess, also needed a look that would set it apart from its predecessors. One inspirational artist contributing ideas early on was Kay Nielsen, whose dynamic approach to the "Night on Bald Mountain" and "Ave Maria" sequences in *Fantasia* had such a strong influence on the bold effectiveness of their realization. Although Nielsen didn't remain with *Sleeping Beauty*, his early designs incorporate a medieval look, something that would be an influence in the film's final art direction.

The final look for the film was set by Eyvind Earle, whose approach was to incorporate the look of medieval tapestries, along with influences from Persian, Chinese, and Japanese art. Earle produced the grand look that Walt Disney wanted for the film, but after watching a presentation of one of the Fain/Lawrence songs that had been fully storyboarded, Disney realized that the original song score no longer fit the visual style of the picture.

"We have a new melody man here. His name's Tchaikovsky." Walt Disney in a tongue-in-cheek comment to Aurora reference model Helene Stanley.

Walt Disney felt that availing themselves of melodies from Tchaikovsky's classic ballet music for *Sleeping Beauty* would be another way to distinguish this new film from previous ones and be a more perfect complement to the visuals. For a while it was suggested that the film's music director at that time, Walter Schumann, create arrangements for the Fain/Lawrence music that would present them with a Tchaikovsky "sound," but that proved impractical and so the decision was made to adapt the Tchaikovsky music for both the songs and the film's underscore. Incidentally, even though Schumann did not remain with the project, he did have a significant impact on the film, for it was he who brought Mary Costa to the Studio. Her performance as the speaking and singing voice for Aurora pleased Walt Disney and has enchanted Disney fans for generations.

Ironically, one Fain/Lawrence song, "Once Upon a Dream," had adapted a Tchaikovsky melody, and so it remained in the film. It is also interesting to note that their original version of the song uses not only the familiar "Sleeping Beauty Waltz" heard in the song's chorus, but also an additional Tchaikovsky theme for an interlude section that wasn't used. The film's final music director, George Bruns, adapted that same interlude melody for the song "I Wonder," with lyrics by Winston Hibler and Ted Sears.

In all, George Bruns added four new songs based on Tchaikovsky melodies to the film, but even he developed several songs that would be dropped from the final score. Two of those numbers are included on this CD, as well as one of the Sammy Fain/Jack Lawrence selections.

IT HAPPENS I HAVE A PICTURE

Placed sixteen years earlier in the storyline than the kings' song "Skumps (Drinking Song)," in which they toast the upcoming nuptials of their offspring, this warm and amusing number details the pride the two kings have for their respective young children, Princess Aurora and Prince Phillip, and their singular attractiveness. And like many a doting father today they demonstrate their pride by displaying portraits of the youngsters. Of course this film being set in the fourteenth century, the pictures

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they proudly bring forth are painted portraits, ranging in dimension from "wallet-size" to an enormous canvas fit for the stately rooms of a palace. The song ends with a clever turn for the word "picture." While obviously referring to the painted portraits at the beginning of the song, at the song's conclusion we learn that each king also believes his child is the image, or "picture," of himself.

Although both Conried and Thompson were capable of providing the singing voice for their characters, for some reason the song lyrics are only spoken here. It's quite possible the main purpose of the recording session was to test how the two actors' voices worked, not only for their individual characters, but also together. As this scene was the longest one featuring the two kings, it was the obvious choice to test their effectiveness, and there would then be no need to learn the singing of a song as well. Taylor Holmes eventually replaced Conried as the voice for Stefan, but the talented character actor continued to work at the Studio, most visibly as the face and voice of the Magic Mirror hosting segments of the weekly Disney television series.

RIDDLE DIDDLE ONE, TWO, THREE

Demo recordings are interesting to Disney music fans in that they provide a way to hear the performance of an unfamiliar song. This demo accomplishes that, but it also offers a glimpse at both story evolvement and behind-the-scenes interaction between a Disney staff member and the voice talent brought in for the roles of the three fairies.

Relating to the storyline, we learn that the chores given to each fairy in preparation for their celebration of Aurora's sixteenth birthday are not the same as they eventually would be in the film. Here, Merryweather is assigned the baking of the cake, Fauna creates the dress, and Flora cleans the cottage.

At the beginning of the session we hear Winston Hibler, who worked on both story and lyrics for the film and served as a dialogue coach. It reveals the commitment the Disney staff has always had to bringing forth the best possible results for the finished work. And by listening to the considerate and friendly way Hibler addresses Verna Felton, it is clear why many of the visiting talents working on Disney films found their time spent on the studio lot to be an agreeable experience.

Although the music for this song would be given new lyrics and released on both sheet music and recordings as "Sing a Smiling Song," it was finally decided that no lyrics were needed for the film sequence. The music is of course familiar, serving as the underscore for the sequence and building to an exciting climax as Flora and Merryweather allow their tempers and magic to get out of control.

Also familiar to many who have enjoyed the Disney nature films over the years is Winston Hibler's voice. In fact, he became a "voice of Disney" due to his narration of the *True-Life Adventures* series. This role came about unexpectedly. Hibler had provided a temporary narration for the very first True-Life Adventure, until a professional narrator could be hired. Mrs. Disney had seen an early presentation of the film with Hibler's voice, and when she later saw it again with the professional narrator, she asked her husband why it had been changed; she preferred the former version. And so Hibler began many years of narrative duties, in addition to his regular roles of writer and producer.

EVIL-EVIL

In one of their proposed songs for the film, Sammy Fain and Jack Lawrence had given a singing role to Maleficent. As out of character as that may seem to us today, we see here that another composing team also thought the most evil of fairies might have something to sing about. Of course the purpose of her musical foray is to call forth all the dark creatures of the night to join her in the pursuance of evil.

This song also demonstrates the important role of the music arranger and what he can achieve through his orchestrations. The melody for the verse is the same one that can be heard as the three fairies begin their preparations for Aurora's sixteenth birthday. So what sounds perfectly sinister for the delight in evil in this demo, could also be skillfully turned into an appropriate melody to accompany the forces of goodness and light.

The union of the Tchaikovsky adaptations with Eyvind Earle's striking production design proves to have been the right decision. *Sleeping Beauty* looks and sounds like no other Disney animated feature. One reviewer at the time of the film's original release summed up this perfect blending of the two arts with this comment: "*Sleeping Beauty* awakens the eyes and ears."

Russell Schroeder
Mr. Schroeder worked as an artist for The Walt Disney Company for twenty-nine years. In addition to Disney's *The Lost Chords Volumes 1 & 2*, Russell authored several other books including *Disney: The Ultimate Visual Guide*, and *Mickey Mouse: My Life in Pictures*.

Producer's Note

The *Snow White and the Seven Dwarfs* soundtrack (released by RCA in 1938) provided the public with the first actual soundtrack record from a film, but it had included only the songs. Disneyland Record Producer Tutti Camarata wanted to broaden the soundtrack concept to showcase as much of the orchestral score as possible. Tutti convinced Walt that the score alone was a wonderful listening experience in and of itself. The result was the sweepingly beautiful *Sleeping Beauty*, now forever known as the first truly stereo soundtrack recording, setting the standard for what we now know as the soundtrack album.

Tutti was always experimenting with the album concept, and was devoted to the listener's experience by creating aural landscapes with such artists as Mary Martin and Billy Storm. In addition to including the instrumental score, Tutti also created a recording of "Blue Bird / I Wonder" specifically for the album. The tune, as it's used in the film, is broken out and sung sporadically – as if Briar Rose was half thinking aloud. So, Tutti went back to the original libretto, brought in Mary Costa, and recorded an album version that we include here as a bonus track. Also included are "Once Upon a Dream" with Bill Lee and "Sleeping Beauty Overture" and "Love Theme from Sleeping Beauty;" the latter two songs Tutti recorded as part of *The Parent Trap* album compilation.

In restoring the original soundtrack, I was fortunate to have the original orchestra session recordings, as well as the original chorus session recordings. These first-generation sources permitted a flexibility that could not be attained in previous restorations. As you listen, you'll enjoy a sound quality that is remarkable—clear, clean, and vibrant.

Randy Thornton
Producer, Digital Restoration

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DISC ONE

1. MAIN TITLE / ONCE UPON A DREAM / PROLOGUE
2. HAIL TO THE PRINCESS AURORA
3. THE GIFTS OF BEAUTY AND SONG / MALEFICENT APPEARS / TRUE LOVE CONQUERS ALL
4. THE BURNING OF THE SPINNING WHEELS / THE FAIRIES PLAN
5. MALEFICENT'S FRUSTRATION
6. A COTTAGE IN THE WOODS
7. DO YOU HEAR THAT? / I WONDER
   Performed by Mary Costa
8. AN UNUSUAL PRINCE / ONCE UPON A DREAM
   Performed by Mary Costa and Bill Shirley
9. MAGICAL HOUSE CLEANING / BLUE OR PINK
10. A SECRET REVEALED
11. SKUMPS (DRINKING SONG) / THE ROYAL ARGUMENT
    Performed by Bill Thompson and Taylor Holmes
12. PRINCE PHILLIP ARRIVES / HOW TO TELL STEFAN
13. AURORA'S RETURN / MALEFICENT'S EVIL SPELL
14. POOR AURORA / SLEEPING BEAUTY
15. FORBIDDEN MOUNTAIN
16. A FAIRY TALE COME TRUE
17. BATTLE WITH THE FORCES OF EVIL
18. AWAKENING
19. FINALE

DISC TWO

THE LOST CHORDS OF SLEEPING BEAUTY

1. IT HAPPENS I HAVE A PICTURE *Demo*
   Performed by Hans Conried and Bill Thompson
2. IT HAPPENS I HAVE A PICTURE
   Performed by Randy Crenshaw and Dennis Kyle
3. RIDDLE, DIDDLE, ONE, TWO, THREE *Demo*
   Performed by Verna Felton, Barbara Jo Allen and Coleen Collins
4. RIDDLE, DIDDLE, ONE, TWO, THREE
   Performed by Cindy Robinson and Linda Kerns
5. EVIL – EVIL *Demo*
   Performed by Hans Conried and Bill Thompson
6. EVIL – EVIL
   Performed by Randy Crenshaw, Jeff Gunn and Dennis Kyle

BONUS TRACKS

7. SLEEPING BEAUTY OVERTURE
   Performed by the Tutti Camarata Orchestra
8. BLUE BIRD / I WONDER *Album Version*
   Performed by Mary Costa
9. WOODLAND SYMPHONY / ONCE UPON A DREAM *Album Version*
   Performed by Mary Costa and Bill Lee
10. LOVE THEME FROM SLEEPING BEAUTY
    Performed by the Tutti Camarata Orchestra

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ONCE UPON A DREAM (MAIN TITLE & FINALE)

Performed by Chorus

I know you, I walked with you once upon a dream
I know you, the gleam in your eyes is so familiar a gleam
Yet I know it's true that visions
are seldom all they seem
But if I know you I know what you'll do
You'll love me at once the way you did once
Upon a dream

HAIL TO THE PRINCESS AURORA

Performed by Chorus

Joyfully now to our princess we come
Bringing gifts and all good wishes too
We pledge our loyalty anew
Hail to the Princess Aurora
All of her subjects adore her
Hail to the king, hail to the queen
Hail to the Princess Aurora
Health to the princess
Wealth to the princess
Long live the Princess Aurora
Hail Aurora, hail Aurora
Health to the princess
Wealth to the princess
Long live the Princess Aurora
Hail to the king, hail to the queen
Hail to the Princess Aurora

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THE GIFTS OF BEAUTY AND SONG

Performed by Chorus

One gift: beauty rare
Gold of sunshine in her hair
Lips that shame the red, red rose
She'll walk with springtime wherever she goes

One gift: the gift of song
Melody her whole life long
The nightingale's her troubadour
Bringing his sweet serenade to her door

For true love conquers all

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I WONDER

Performed by Mary Costa

I wonder, I wonder
I wonder why each little bird
Has a someone
To sing to
Sweet things to
A gay little love melody?
I wonder, I wonder
If my heart keeps singing
Will my song go winging
To someone
Who'll find me
And bring back a love song to me?

ONCE UPON A DREAM

Performed by Mary Costa, Bill Shirley and Chorus

I know you, I walked with you once upon a dream
I know you, the gleam in your eyes is so familiar a gleam
Yet I know it's true that visions are seldom all they seem
But if I know you I know what you'll do
You'll love me at once the way you did once
Upon a dream

But if I know you I know what you'll do
You'll love me at once the way you did once
Upon a dream

I know you, I walked with you once upon a dream
I know you, the gleam in your eyes is so familiar a gleam
And I know it's true that visions are seldom all they seem
But if I know you I know what you'll do
You'll love me at once the way you did once
Upon a dream

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SKUMPS (DRINKING SONG)

Performed by Taylor Holmes and Bill Thompson

Skumps! Skumps! A toast to this night
When the outlook is rosy but the future is bright
Our children will marry our kingdoms unite
Skumps! Skumps! Skumps!

Skumps! Skumps! A toast to the home
One grander by far than a palace in Rome
Let me fill up your glass, that glass was all foam
Skumps! Skumps! Skumps!

SLEEPING BEAUTY

Performed by Chorus

Sleeping Beauty fair
Gold of sunshine in your hair
Lips that shame the red, red rose
Dreaming of true love in slumber repose

One day he will come
Riding out of the dawn
And you'll awaken to love's first kiss
Till then, Sleeping Beauty, sleep on

One day you'll awaken to love's first kiss
Till then, Sleeping Beauty, sleep on

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Disc One

Digital Restoration Producer: Randy Thornton
Digital Restoration: John Polito
Additional Restoration and Mastering: Jeff Sheridan
Digitally Edited by Randy Thornton at Mouseworks 2, Burbank, CA
Original Motion Picture Soundtrack Adapted by George Bruns
from the Tchaikovsky ballet

"Once Upon a Dream (Main Title & Finale)"
Music and Lyrics by Sammy Fain and Jack Lawrence

"Hail to the Princess Aurora" / "The Gifts of Beauty and Song"
Music by George Bruns • Lyrics by Tom Adair

"I Wonder"
Music by George Bruns • Lyrics by Winston Hibler and Ted Sears

"Skumps (Drinking Song)"
Music by George Bruns • Lyrics by Tom Adair and Ed Penner

"Sleeping Beauty"
Music by George Bruns • Lyrics by Tom Adair
Musical Direction and Score by George Bruns
All Music Published by Walt Disney Music Company (ASCAP).
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Originally Recorded September 8–November 25, 1958
Based on the traditional story as told by Charles Perrault

Disc Two

The Lost Chords of Sleeping Beauty
Produced by Randy Thornton
Recorded and Mastered by Jeff Sheridan
Arrangements by Jerry Cleveland

"It Happens I Have a Picture" *Demo* / "It Happens I Have a Picture"
Music and Lyrics by Sammy Fain and Jack Lawrence

"Riddle, Diddle, One, Two, Three" *Demo* / "Riddle, Diddle, One, Two, Three"
Music by George Bruns • Lyrics by Winston Hibler and Ted Sears

"Evil – Evil" *Demo* / "Evil – Evil"
Music by George Bruns • Lyrics by Tom Adair and Ed Penner

Bonus Tracks
"Sleeping Beauty Overture"
Music by Tom Adair, George Bruns and Tutti Camarata

"Blue Bird" / "I Wonder" *Album Version*
Music by George Bruns • Lyrics by Winston Hibler and Ted Sears

"Woodland Symphony" / "Once Upon a Dream" *Album Version*
Music and Lyrics by George Bruns, Sammy Fain and Jack Lawrence

"Love Theme from Sleeping Beauty"
Music by George Bruns • Lyrics by Steve Allen
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Creative Direction: Dave Snow and Steve Gerdes
Package Design: Steve Gerdes
Original Paintings and Illustrations: Lorelay Bové

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Sleeping Beauty

showcased the stunning backgrounds created by Disney artist Eyvind Earle, color stylist and head background designer, for the 1959 film. Earle started at the Disney Studios in 1951 as an assistant background painter. He quickly rose through the ranks contributing his talents to the Academy Award® winning short film *Toot, Whistle, Plunk and Boom* and the classic features *Peter Pan* and *Lady and the Tramp*.

Earle's fine art training as an illustrator, influenced by the early Renaissance period, helped him develop a strong personal style that he infused into the production design and backgrounds of *Sleeping Beauty*. A typical animation background took a day or two to produce, but Earle spent as much as two weeks laboring over the *Sleeping Beauty* backgrounds. Each was hand painted and once completed would be "peeled" off the cardboard backing of the illustration board he used; a tedious and tricky process.

The artworks on the following pages are all attributed to Eyvind Earle. The refined image on this page of the landscape with the castle in the distance is a production background from sequence 8, scene 33.1. On the following pages are three visual development pieces which were used early in the production process to set the style and mood for various sequences. The final image is also a production background, sequence 6, scene 1, just prior to the dissolve into the forest where we see Briar Rose's cottage.

Dave Bossert
Producer/Creative Director
Walt Disney Animation Studios

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